

# St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105 (415) 541-1757

April 20, 1993

3-11 A003

#### VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr. Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W. Washington, D.C. 20423

ASCONDATION NO 2013 FILED TO

-14 2 1 1993 10. 55 AM

RE: I.C.C. Finance Docket No. 28944 -- St. Louis Southwestern Railway Company Equipment Trust Agreement, Series G

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of Title 49, United States Code, Section 11303 are an original and four (4) fully executed counterparts of Assignment and Transfer of Certain Road Equipment, dated as of April 8, 1993, to Equipment Trust Agreement dated as of February 1, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series G, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of February 1, 1979, recorded on February 23, 1979, at 2:35 PM, assigned Recordation No. 10134;

First Supplement to Equipment Trust Agreement dated as of August 6, 1979, recorded on August 8, 1979, at 2:35 PM, assigned Recordation No. 10134-A;

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 10134-B;

Third Supplement to Equipment Trust Agreement dated as April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-C;

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Mr. Sidney L. Strickland, Jr. Page Two April 20, 1993

Assignment and Transfer of Certain Road Equipment dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-D;

Fourth Supplement to Equipment Trust Agreement dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-E;

Assignment and Transfer of Certain Road Equipment dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10134-G;

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10134-H;

Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 10134-I;

Assignment and Transfer of Certain Road Equipment dated as of March 1, 1992, recorded on March 12, 1992, at 8:10 AM, assigned Recordation No. 10134-J; and

Assignment and Transfer of Certain Road Equipment dated as of September 15, 1992, recorded on September 21, 1992, at 10:30 AM, assigned Recordation No. 10134-K.

In connection with the recording of the Assignment and Transfer, dated as of April 8, 1993, to the Equipment Trust Agreement dated as of February 1, 1979, the following information is set forth:

## Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. 510 Walnut Street Philadelphia, Pennsylvania 19106 Mr. Sidney L. Strickland, Jr. Page Three April 20, 1993

#### Name and Address of Guarantor - Lessee:

St. Louis Southwestern Railway Company Southern Pacific Building One Market Plaza San Francisco, California 94105

A description of the railroad equipment covered by the enclosed Assignment and Transfer is set forth in Attachment A attached hereto.

Also enclosed is a check in the amount of \$16 to cover the required recordation fee.

When the recording of the Assignment and Transfer has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return four (4) of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Assignment and Transfer of Certain Road Equipment dated as of April 8, 1993 between St. Louis Southwestern Railway Company, as Lessee, and CoreStates Bank, N.A., as Trustee, covering 157 70-ton boxcars.

Very truly yours,

Lenona Young

Legal Assistant

Enclosures

## Interstate Commerce Commission Washington, D.C. 20423

4/21/93

OFFICE OF THE SECRETARY

Lenona Young Legal Assistant Southwestern RYW Co.

Southern pacific Building One Market Plaza San Francisco, Calif. 94105

## Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/21/93 at 10:55am , and assigned recordation number(s). 10134-L

Sincerely yours,

Secretary SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO 10/3 FILED TAZE

# APR & 1 1993 10- 55 AM

## INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES G

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### ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of April 8, 1993

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CORESTATES BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the eighth day of April, 1993, by CORESTATES BANK, N.A., a national banking association duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement hereinafter mentioned (hereinafter called the "Trustee"), to ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of February 1, 1979, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "St. Louis Southwestern Railway Company Equipment Trust, Series G," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain box cars comprising said Trust Equipment, described in Attachment A hereto and incorporated herein by reference, have become unsuitable for use by the Company (hereinafter called "Unsuitable Equipment"), and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has deposited with the Trustee an amount of cash equal to the fair value of the Unsuitable Equipment for application to the indebtedness under the Equipment Trust Agreement (hereinafter referred to as "Replacement Funds").

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the

said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the Replacement Funds and the Trustee's acceptance of the Replacement Funds to the Equipment Trust Agreement, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and

for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this \_\_\_\_\_\_ day of April, 1993.

CORESTATES BANK, N.A.

By Corporate Trust Officer

Attest:

Assistant Vice President

COMMONWEALTH OF PENNSYLVANIA ) ss CITY AND COUNTY OF PHILADELPHIA )

On this \_\_\_\_\_\_ day of April, 1993, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Notary Public

- 3 - NOTARIAL SEAL
RONALD E. SNYDER Notary Public
PHILADELPHIA, PHILADELPHIA COUNTY
My Commission Expires November 15, 1993

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CAR & FOUNDRY (PCF)   SSW 067831   SSW 70 TON BOX 7905	FILE CAR & FOUNDRY   PCF   SSW 067831 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067831 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067832 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067832 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067835 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067835 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067835 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067842 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067842 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067842 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067844 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067844 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067844 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   7905   FILE CAR & FOUNDRY   PCF   SSW 067845 SSW   70 TON BOX   70	Fig. Car & Foundry   PCF   SSW 067831 SSW   70 TON BOX 7905	CAR & FOUNDRY   PCF   SSW 067835   SSW 70 TON BOX 7905	Fig. CAR & FOUNDRY (PCF)	Fig. CAR & FOUNDRY (PCF)	CAR & FOUNDRY (PCF)	CAR & FOUNDRY   PCF   SSW   067831   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067831   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067831   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067831   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067831   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067831   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067834   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067834   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067844   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067844   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067844   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067844   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067844   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845   SSW   70 TON BOX   7905   FFE CAR & FOUNDRY   PCF   SSW   067845	CAR & FOUNDRY   PCF    SSM   OF 783   SSM   TO 10M BOX   TO 10M BOX	CAR # COUNDRY   PEF   SSEN GETRE   SSEN GETR   SSEN GETR	ULLDER  ACTIC CAR & FOUNDRY   PCF    SSW 0678810 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678811 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678812 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678813 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678813 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678814 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678814 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678814 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678814 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678814 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678815 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678815 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678815 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678815 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678815 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 0678816 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7905  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 067881 SSW 70 TO TON BOX 7906  ACTIC CAR & FOUNDRY   PCF    SSW 06788						

X0A578			RETIR ST. LOUIS SO	CORESTATES RETIRED/DESTROYED IS SOUTHWESTERN RA FOR SEI	BAN UNIT ILWA RIES	K, N.A. S-CASH DEPOSITS/SUBS Y CO. EQUIPMENT T G DATED FEBRUARY	JBSTITUTES F TRUST AGREEMENT F 01, 1979	7310209
BUILDER		,		TINO	OWNER	KIND OF EQUIP	BUILT RECONDITION	
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CORESTATES BANK, N.A.
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
ST. LOUIS SOUTHWESTERN RAILWAY CO. EQUIPMENT TRUST AGREEMENT
FOR SERIES G DATED FEBRUARY 01, 1979

PACIFIC CAR & FOUNDRY (PCF)

157 UNITS

TOTAL

BUILT RECONDITION KIND OF EQUIP OWNER TINO

7907

70 TON BOX MSS 666190 MSS BUILDER

ATTACHMENT A

7310209

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